

**BY-LAWS OF THE CENTER FOR NONVIOLENT COMMUNICATION,
A NONPROFIT CORPORATION**

ARTICLE I: NAME AND OFFICES

1.1 THE CORPORATION. The CENTER FOR NONVIOLENT COMMUNICATION has been incorporated on the 20th day of July 1984 as a non-profit corporation under the Texas Nonprofit Corporation Act (hereinafter referred to as “CNVC” or “the Corporation”)

1.2. REGISTERED OFFICE AND REGISTERED AGENT. The Corporation will have and continue to maintain a registered office and a registered agent in the State of Texas as required by Texas law with respect to Non-Profit Corporations. The Board of Directors may change the registered agent or the address of the registered office at any time, but any such change must be reported to the state of Texas.

ARTICLE II: PURPOSE

2.1: The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any future United States Internal Revenue law (Article IV of the Deed of Incorporation of CNVC (“Deed”).

2.2: Article V of the Deed defines that the specific purposes for which CNVC is organised are:

- A. Through nonviolent communication training to increase the ability of individuals:
 - 1. to replace the cultural learning which induces blame and punishment with skills which inspire compassion;
 - 2. to support others in the replacement of the cultural learning which induces blame and punishment with skills which inspire compassion;
 - 3. to nurture themselves; to nurture others, and to inspire nurturance from others;
 - 4. to recognize without self blame when their own behavior is personally or socially detrimental and without coercion to modify the behavior;
 - 5. to assist others in the recognition without self blame of their detrimental behavior and to inspire them to modify their behavior.
- B. Increase the number of people capable of providing nonviolent communication training.
- C. Distribute materials increasing knowledge about nonviolent communication training and proficiency at applying it.

2.3. The corporation can also be involved in projects where Certified Trainers use the methodology of NVC to support peaceful conflict resolution, reconciliation and cooperation worldwide.

ARTICLE III: -reserved-

ARTICLE IV: MEMBERS

4.1. CLASSES OF MEMBERS. CNVC will have two (2) classes of members, namely a class of Members and a class of Associate Members. The criteria for becoming a Member and the procedure for becoming an Associate Member and their qualifications and rights are explained in the sections that follow.

4.2. MEMBERS OF CNVC ("Member"). Members of CNVC are all CNVC Certified Trainers ("CTs"), all existing members of the Board of Directors who are not CTs and all permanent staff engaged by CNVC who are not CTs.

4.3. ASSOCIATE MEMBERS ("Associate Member").

Certification Candidates, IIT attendees, NVC Supporters, NVC researchers can apply to become an Associate Member of CNVC. Associate Members will be asked to pay a fee, as will be described in a policy document which will establish their rights, benefits and contribution to CNVC.

4.4. MEMBER VOTING RIGHTS

Each Member eligible for voting will have one (1) vote on all matters put forward for voting.

CTs will be eligible for voting when they comply with the requirements of the CNVC Trainer Agreement relevant for the year in question (i.e Trainer Agreement signed and trainer fee or waiver).

The Member Voting Rights relate to 1) election of Board Members (Article V; 5.3, 5.9 and 5.10), b) amendment of Bylaws (Article XIV), and c) decisions at a Special Purpose meeting (Article V; 5.5).

4.5. ASSOCIATE MEMBER VOTING RIGHTS.

Associate Members will be invited to participate in events organised for Members and to contribute 'and are the stakeholder group for consultation on such occasions as the Board or ED wishes to consult with its stakeholders. but will not have voting rights, as may be set out in more detail in a policy document referred to in 4.3.

4.6. TERMINATION OF MEMBERSHIP. Membership will terminate a) for a CT when that Member is no longer recognized as CT in accordance with the provisions of the CNVC Trainer Agreement, b) for a CNVC staff member upon termination of the employment, c) for a member of the Board of Directors at the end of term of service and d) for an Associate Member as stipulated in a policy document referred to in 4.3.

4.7. RESIGNATION. Any Member and Associate Member may resign by giving notice of resignation to the Secretary.

4.8. REINSTATEMENT. Any member whose membership has lapsed can be reinstated as Member when applicable conditions are fulfilled and provided a request to such effect is addressed to the Secretary for consideration.

ARTICLE V: MEETINGS OF CNVC

5.1. ANNUAL MEETING. CNVC will organise an annual meeting on a date, time and location to be determined by the Board of Directors.

5.2. VIRTUAL PARTICIPATION. The meeting will be broadcast via videoconference technology for Members and Associate Members.

5.3. PURPOSE OF ANNUAL MEETING OF CNVC. The purpose of the annual meeting is, amongst others, but not limited to:

1. presentation of Annual Activity and Operations Report
2. presentation of Annual Financial Statement of CNVC
3. Election of members of the Board of Directors of CNVC
4. Other business and activities as addressed in the Notice for the meeting

5.4. Participants to the Annual Meeting of CNVC. Invited to participate virtually or in person, to the annual meeting will be:

1. Board of Directors
2. Members of CNVC
3. Associate Members of CNVC
4. others, upon invitation by the President or Executive Director
5. observers

5.5. SPECIAL MEETING of CNVC. A Special Meeting can be initiated by the President of the Board of Directors or by 10% of the Members who have voting rights, and will then be called by the President of the Board of CNVC.

5.6. PURPOSE OF SPECIAL MEETING. The purpose of a Special Meeting is to address a topic or topics for CNVC and to prepare a decision making process involving all Members who have voting rights. The Board of Directors and the ED will take part in the meeting.

5.7. DECISIONS. Decisions based on or following from a Special Meeting by using electronic voting procedure and supported by a simple majority of all Members will be adopted and accepted by CNVC for implementation. A policy paper will describe the exact procedure of the process for Special Meetings.

5.8. NOTICE OF MEETINGS.

Notice of the Annual Meeting or any Special Meeting will be delivered by or at the direction of the President of the Board of Directors of CNVC. Notice will be delivered at least fourteen (14) but not more than fifty (50) days before the date of the meeting. The purpose(s) for which the meeting is called will be listed in the notice. The notice will be delivered by electronic mail to the Members by using their respective email addresses as provided and updated by each Member in the relevant records of CNVC.

5.9. QUORUM / MAJORITY RULES. A quorum exists when 50% of Members with voting rights are present - in person or virtually, e.g. on Zoom - or when more than fifty percent (50%) cast a vote in the meeting, or by using the electronic voting procedure referred to below. If a quorum is not present at any meeting, a majority of the Members who are present may adjourn the meeting without further notice.

If a Quorum does not exist during an Annual or Special Meeting including the period open for Electronic Voting (Section 10, here below), in the interest of progress, the Board of Directors may make decisions that otherwise would have been decisions of Members.

5.10. ELECTRONIC VOTING. Member votes can be cast during the meeting or electronically during a window of minimum 2 up to max. 5 or 10 days. A policy document will establish the exact process for electronic voting and election processes.

ARTICLE VI: BOARD OF DIRECTORS

6.1. GENERAL POWERS. The Board of Directors will govern the Corporation. Directors do not need to be residents of Texas or even members of the Corporation.

6.2. NUMBER, ELECTION AND TERMS. The number of directors will be no less than three (3) and no more than twelve (12). Each Director shall be elected by Members at the Annual Meeting of CNVC or by use of the electronic voting process. Each Director so elected will serve until the annual meeting three years following their initial election. Directors may be re-elected for a total of three three-year terms. A policy document may provide more details on the exact procedure for election of new directors.

6.3. REGULAR ANNUAL MEETING. A regular annual meeting of the Board of Directors will be held at a time and place to be determined by the Board President. The regular annual meeting of the Board of Directors will be broadcast via videoconference technology for Members and Associate Members to observe.

6.4. ADDITIONAL MEETINGS. The Board of Directors may choose to hold additional meetings of the Board of Directors. Additional meetings of the Board of Directors may be called by the President, at the request of the President, or at the request of any two (2) Directors.

Quarterly the Board of Directors may meet with the Executive Director and Staff and such meetings may be broadcast via videoconference technology for Members and Associate Members to observe.

6.5. NOTICE. Notice of the regular annual meeting of the Board of Directors will be given at least fourteen (14) days before the meeting.

Notice of any additional meeting of the Board of Directors will be given at least fourteen (14) days before the meeting.

The purpose(s) for which the meeting was called will be summarized in the notice. If the notice is delivered by mail, it will be treated as if it were delivered when deposited in the United States mail and addressed to the member at his address as it appears on the records of the Corporation, with postage prepaid. Electronic notices will be treated as delivered when they are sent to the email address as it appears in the records of the Corporation.

6.6. QUORUM. A quorum exists when whatever is the highest number of points 1) and 2): 1) at least 3 Board of Directors members are present, 2) or at least 2/3 of the members of the Board of Directors are present at any meeting of the Board. If less than a majority of the Directors are present at any meeting a majority of the Directors who are present may adjourn the meeting without further notice.

6.7. MANNER OF ACTING. The act 1) of at least 3 Board of Directors members or 2) of at least 2/3 of the members of the Board of Directors if there are more than 3 Board members at a meeting at which a quorum is present will be the act of the Board of Directors, unless the law or these By-Laws require a greater number of directors for the act to be valid.

6.8. VACANCY. A Director who is appointed by the Board of Directors to fill a vacancy will be elected for the remainder of the term of the Director whose seat the new Director is filling.

6.9. COMPENSATION. Directors will not be paid for their services as Directors unless, by resolution of the Board of Directors, a fixed sum and the expenses of attendance, if any, is allowed for attendance at each meeting of the Board. Nothing in these by-laws will prevent any Director from serving the Corporation in any other capacity and receiving payment for that service.

6.10. INFORMAL ACTION BY DIRECTORS. Any action that the law requires to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may also be taken without a meeting, if all of the Directors sign or approve electronically, a statement that defines the action taken.

ARTICLE VII: OFFICERS

7.1. OFFICERS. The officers of the Corporation will include the following: a President, a Vice-Presidents (the number of which will be decided by the Board of Directors), a Secretary, a Treasurer. A person may hold two (2) or more offices, except that the same person may not be both President and Secretary at the same time.

7.2. ELECTION AND TERM OF OFFICE. The Board of Directors will elect the officers of the Corporation every year at the regular annual meeting of the Board of Directors. If the appointment of officers is not held at the regular meeting, their appointment shall be held as soon as convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer will hold office until his successor has been duly appointed and qualified.

7.3. REMOVAL. The Board of Directors may remove any officer whenever they decide removal of the officer is in the best interests of the Corporation.

7.4. VACANCIES. A vacancy in any office because of death, resignation, disqualification of an officer or other reason, may be filled by the Board of Directors for the remaining portion of the officer's term.

7.5. PRESIDENT. The President will perform the following duties and will carry out the following obligations:

- a. Preside at all meetings of the members and of the Board of Directors; and
- b. Sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors have authorized to be signed, except where the Board of Directors or these By-Laws or a statute has clearly authorized some other officer or agent of the Corporation to sign and execute the document; and

- c. In general perform all duties that are a part of the office of President and other duties that are assigned to him or her by the Board of Directors.

7.6. VICE PRESIDENT. The Vice President will perform the following duties and carry out the following obligations:

- a. In the absence of the President, or if the President is unable or refuses to act, the Vice-President will perform the duties of the President. When the Vice-President is acting for the President, the Vice President will have all the powers of and will be subject to all the restrictions to which the President is subject; and
- b. In general perform all the duties that are a part of the office of Vice President and other duties that are assigned to him or her by the Board of Directors.

7.7. TREASURER. The Treasurer will perform the following duties and carry out the following obligations:

- a. Keep and maintain or cause to be kept and maintained adequate and correct accounts of the Corporation's properties and business transactions including accounts of assets, liabilities, receipts, disbursements, gains and losses.
- b. Render to the Board of Directors accounts of all Corporate transactions and of the financial condition of the Corporation.
- c. Prepare and present an annual report of the Corporation's financial condition for the members.
- d. In general perform all the duties that are a part of the office of Treasurer and other duties that are assigned to him or her by the Board of Directors.

7.8. SECRETARY. The Secretary will perform the following duties and carry out the following obligations:

- a. Take notes of the things that happen at the meetings of the members and of the Board of Directors and put those notes (minutes) in the book provided for storing those notes; or cause such notes to be kept and stored, and
- b. Draft and send or cause to be drafted and sent all notices, such as meeting notices, according to the requirements set forth in these By-Laws or as required by law; and
- c. Ensure the corporate records of the Corporation are kept and maintained in accordance with a legally-compliant Document Retention and Destruction Policy.
- d. Keep or cause to be kept a list of the mailing address and email address of each member as provided by each member; and
- e. In general, perform all duties that are a part of the office of Secretary and other duties that are assigned to the Secretary by the Board of Directors.

ARTICLE VIII: EXECUTIVE DIRECTOR

8.1. The Board of Directors shall appoint an Executive Director ("ED") who is an employee of the Corporation. The Executive Director is responsible for the day-to-day operations of the Corporation and is accountable to the Board of Directors to operate the business affairs of the Corporation according to these Bylaws and the policies established by the Board. The ED and the Board of Directors will annually review a document that establishes the tasks and responsibilities of the Executive Director. The Board of Directors shall annually evaluate the performance of the Executive Director, and fix the compensation of

the Executive Director. Directors shall have no direct oversight of employees of the Corporation other than the Executive Director.

If Staff wishes something to be known to the board related to activities or behaviors that have affected or may affect the Corporation or their own well-being, then they may contact any Director at any time and mean of their own choice.

ARTICLE IX: CONTRACTS, CHECKS, DEPOSITS AND FUNDS

9.1. **CONTRACTS.** The Board of Directors may authorize any officer(s), the ED or agent(s) of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. The authority granted by the Board of Directors may be general or confined to specific instances.

9.2. **CHECKS AND DRAFTS.** All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation will be signed by the officer(s), the ED or agent(s) of the Corporation and signed in such a way as will be decided by resolution of the Board of Directors. In the absence of a decision by the Board of Directors for the signing of such instruments, they shall be signed by the Treasurer and also signed by the President or Vice-President of the Corporation. A policy document will specify procedures in more detail.

9.3. **DEPOSITS.** All funds of the Corporation will be deposited in the name of, or into the account of, the Corporation in the banks, trust companies, or other depositories that the Board of Directors has chosen.

9.4. **GIFTS.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or device for the general purposes of or for any special purpose of the Corporation. If such exists, a gift acceptance policy clarifies when a gift may or may not be accepted as such by the Corporation.

ARTICLE X: INDEMNIFICATION

10.1. The Board of Directors and the Executive Director will address Indemnification aspects in a separate policy document.

The corporation shall, to the extent legally permissible under the Act, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding.

This Article constitutes a contract between the corporation and the indemnified officers, Directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of

an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE XI. BOOKS AND RECORDS

11.1. The Corporation will keep correct and complete books and records of its accounts and will also keep notes (minutes) of the proceedings of its members, Board of Directors, and committees. The Corporation shall keep a record of the names and addresses of the members who are entitled to vote. Any member or agent or attorney for any member may inspect the books and records of the Corporation for any proper purpose at any reasonable time.

ARTICLE XII: FISCAL YEAR

12.1. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XIII: WAIVER OF NOTICE

13.1. WRITTEN WAIVER: When any notice is required under the laws of the state of Texas regarding Non-Profit Corporations or under the provisions of the Articles of Incorporation or these By-Laws a written waiver of the notice which is signed by the person(s) who are entitled to such notice shall be treated as equivalent to giving actual notice in the correct manner. Such written waivers will be treated as equivalent to notice regardless of whether it is signed before or after the time stated in the notice.

13.2. WAIVER BY ATTENDANCE: The attendance of a Director at any meeting will be treated as a waiver of notice of that meeting, except where a Director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened and the Director communicates that purpose to the other Directors. The notice or waiver of notice for regular and special meetings need not specify the business to be transacted or the purpose of the meeting, unless that information is specifically required by law or by these By-Laws.

ARTICLE XIV AMENDMENTS TO BYLAWS

14.1. AMENDMENTS TO BY-LAWS. These Bylaws may be altered or amended and new Bylaws may be adopted by all Directors when there are only 3 Directors, and by at least $\frac{2}{3}$ of the Directors when there are more than 3 Directors, and only when the Board of Directors has actively sought prior advice from the Members of CNVC (Article 5; 5.3, 5.5 and 5.9).